

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF MISSOURI  
EASTERN DIVISION

In re: ) Case No. 19-40883-659  
) Chapter 11  
PAYLESS HOLDINGS LLC, *et al.*, )  
) Jointly Administered  
Debtors. )  
) **Hearing Date:** March 28, 2019  
) **Hearing Time:** 10:00 a.m. (Central Time)  
) **Hearing Location:** Courtroom 7 North

AGENDA OF MATTERS  
**SCHEDULED FOR HEARING ON MARCH 28, 2019**

Time of Hearing: 10:00 a.m. (Central Time)

Location of Hearing: United States Bankruptcy Court for the Eastern District of Missouri,  
Thomas F. Eagleton Federal Building, 7<sup>th</sup> floor, North Courtroom,  
111 S. 10<sup>th</sup> Street, St. Louis, Missouri 63102

**I. Adjourned Matters**

1. ***Akin Gump Retention Application*** - Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Akin Gump Strauss Hauer & Feld LLP as Counsel to the Debtors and Debtors in Possession Effective *Nunc Pro Tunc* to the Petition Date [Docket No. 33]

***Status:*** The hearing on this matter is adjourned until April 10, 2019 at 10:00 a.m. (CT).

***Objection Deadline:*** March 7, 2019. The Committee's objection deadline is March 11, 2019.

***Related Documents:*** Interim Order Approving Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Akin Gump Strauss Hauer & Feld LLP as Co-Counsel to the Debtors and Debtors in Possession Effective *Nunc Pro Tunc* to the Petition Date [Docket No. 295]

First Supplemental Declaration of Meredith Lahaie in Support of the Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Akin Gump Strauss Hauer & Feld LLP as Counsel to the Debtors and Debtors in Possession Effective *Nunc Pro Tunc* to the Petition Date [Docket No. 414]

Limited Response of Alden Global Capital LLC to Limited Objections of (I) the Ad Hoc Group of Prepetition Term Lenders and Axar Capital Management and (II) the Official Committee of Unsecured Creditors to the Debtors' Applications to Retain Counsel [Docket No. 515]

Debtors' Response to (1) Joint Limited Objection of the Ad Hoc Group of Prepetition Term Loan Lenders and Axar Capital Management to Debtors' Application to Retain Counsel and (2) Limited Objection and Joinder of the Official Committee of Unsecured Creditors to the Debtors' Applications to Retain Counsel [Docket No. 520]

Motion to Quash Document Request of the Ad Hoc Group of Prepetition Term Loan Lenders, Motion to Shorten Time for Response, and Incorporated Memorandum in Support [Docket No. 535]

Debtors' Motion for Entry of an Order (I) Scheduling an Expedited Hearing, (II) Approving the Form and Manner of Notice Thereof, and (III) Granting Related Relief [Docket No. 536]

**Objections Received:** Joint Limited Objection and Reservation of Rights of the Ad Hoc Group of Prepetition Term Loan Lenders and Axar Capital Management to the Debtors' Applications to Retain Counsel [Docket No. 444]

Limited Objection of the Official Committee of Unsecured Creditors to the Debtors' Applications to Retain Counsel and Joinder in Part to the Joint Limited Objection and Reservation of Rights of the Ad Hoc Group of Prepetition Term Loan Lenders and Axar Capital Management to Such Applications [Docket No. 488]

2. ***Seward & Kissel LLP Retention Application*** - Debtors' Application for Entry of an Order Pursuant to Section 327(a) of the Bankruptcy Code Authorizing the Retention and Employment of Seward & Kissel LLP as Counsel to the Debtors Effective *Nunc Pro Tunc* to the Petition Date [Docket No. 29]

**Status:** The hearing on this matter is adjourned until April 10, 2019 at 10:00 a.m. (CT).

**Objection Deadline:** March 7, 2019. The Committee's objection deadline is March 11, 2019.

**Related Documents:** Interim Order Approving Debtors' Application for Entry of an Order Pursuant to Section 327(a) of the Bankruptcy Code Authorizing the Retention and Employment of Seward & Kissel LLP as Counsel to the Debtors Effective *Nunc Pro Tunc* to the Petition Date [Docket No. 292]

First Supplemental Declaration of John R. Ashmead in Support of Debtors' Application for Entry of an Order Pursuant to Section 327(A) of the Bankruptcy Code Authorizing the Retention and Employment of Seward & Kissel LLP as

Counsel to the Debtors Effective *Nunc Pro Tunc* to the Petition Date [Docket No. 415]

Limited Response of Alden Global Capital LLC to Limited Objections of (I) the Ad Hoc Group of Prepetition Term Lenders and Axar Capital Management and (II) the Official Committee of Unsecured Creditors to the Debtors' Applications to Retain Counsel [Docket No. 515]

Separate Response of the Debtors to (1) Joint Limited Objection of the Ad Hoc Group of Prepetition Term Loan Lenders and Axar Capital Management to Debtors' Applications to Retain Counsel and (2) Limited Objection and Joinder of the Official Committee of Unsecured Creditors to Debtors' Application to Retain Counsel to the Extent They Relate to the Retention of Seward & Kissel LLP [Docket No. 521]

**Objections Received:** Joint Limited Objection and Reservation of Rights of the Ad Hoc Group of Prepetition Term Loan Lenders and Axar Capital Management to the Debtors' Applications to Retain Counsel [Docket No. 444]

Limited Objection of the Official Committee of Unsecured Creditors to the Debtors' Applications to Retain Counsel and Joinder in Part to the Joint Limited Objection and Reservation of Rights of the Ad Hoc Group of Prepetition Term Loan Lenders and Axar Capital Management to Such Applications [Docket No. 488]

3. **Wages Motion.** Debtors' Motion Seeking Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Other Compensation, and Reimbursable Expenses and (B) Continue Employee Benefits Programs, and (II) Granting Related Relief [Docket No. 5]

**Status:** The hearing on the Wages Motion, solely as it relates to certain directors' compensation and the Committee's objection thereto [Docket No. 653] is adjourned until April 10, 2019 at 10:00 a.m. (CT).

**Objection Deadline:** March 7, 2019. The Committee's objection deadline is March 12, 2019.

**Related Documents:** Interim Order (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Other Compensation, and Reimbursable Expenses and (B) Continue Employee Benefits Programs, and (II) Granting Related Relief [Docket No. 118]

Final Order (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Other Compensation, and Reimbursable Expenses and (B) Continue Employee Benefits Programs, and (II) Granting Related Relief [Docket No. 627]

**Objections Received:** Limited Objection of the Official Committee of Unsecured Creditors to Debtors' Motion Seeking Entry of Interim and Final Orders (I)

Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Other Compensation, and Reimbursable Expenses and (B) Continue Employee Benefits Programs [Docket No. 653]

## **II. Matters Going Forward**

1. ***Cash Collateral Motion*** - Debtors' Motion for Entry of Interim and Final Orders Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, 507, and 552 and Bankruptcy Rules 2002, 4001, and 9014 (I) Authorizing the Use of Cash Collateral, (II) Granting Adequate Protection, (III) Modifying the Automatic Stay and (IV) Scheduling a Final Hearing [Docket No. 61]

***Status:*** The hearing on this matter is going forward.

***Objection Deadline:*** March 21, 2019. The Committee's objection deadline is March 22, 2019.

***Related Documents:*** Interim Order Authorizing the Use of Cash Collateral, (II) Granting Adequate Protection, (III) Modifying Automatic Stay, and (4) Scheduling a Final Hearing [Docket No. 138]

Notice of Final Hearing on Certain "First Day" Motions [Docket No. 136]

***Objections Received:*** Limited Objection of Washington Prime Group Inc. to Entry of Final Orders in Connection with Debtors' Motion Authorizing Postpetition Financing and Motion to Use Cash Collateral [Docket No. 629]

Limited Objection of MCP VOA I & III, LLC, MLM Chino Property, LLC, Waipahu, LLC and Weingarten Realty Landlords to (I) Debtors' Motion for Entry of Interim Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Granting Liens and Providing Superpriority Administrative Expense Status, Etc. and (2) Debtors' Motion for Entry of Interim and Final Orders Pursuant to 11 U.S.C. §§105, 361, 362, 363, 364, 507 and 552 A and Bankruptcy Rules 2002, 4001 and 9014 (I) Authorizing Use of Cash Collateral, (II) Granting Adequate Protection, Etc. and Request for Adequate Protection [Docket No. 630]

Joinder of Landlord Gordon Hartunian to the Limited Objection of MCP VOA I & III, LLC, MLM Chino Property, LLC, Waipahu, LLC and Weingarten Realty Landlords to (I) Debtors' Motion for Entry of Interim Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Granting Liens and Providing Superpriority Administrative Expense Status, Etc. and (2) Debtors' Motion for Entry of Interim and Final Orders Pursuant to 11 U.S.C. §§105, 361, 362, 363, 364, 507 and 552 A and Bankruptcy Rules 2002, 4001 and 9014 (I) Authorizing Use of Cash Collateral, (II) Granting Adequate Protection, Etc. and Request for Adequate Protection [Docket No. 633]

Limited Objection and Joinder of Certain Landlords to Limited Objections of other Landlords to Entry of Final Order in Connection with Debtors' Motion

Authorizing Postpetition Financing and Motion to Use Cash Collateral [Docket No. 634]

Limited Objection of Acadia Realty Limited Partnership, Brixmor Property Group, Inc., Broadway Mall Owner, LLC, Buen Terra LLC, Centennial Real Estate Company, LLC, Centercal Properties, LLC, Citivest Commercial Investments, LLC, Edens, Ethan Conrad Properties, Federal Realty Investment Trust, GEM Realty Capital, Inc., Gateway Pinole Vista, LLC, Goldman Sachs Realty Management, L.P., GS Pacific ER LLC, Kravco Company, LLC, KRE Colonie Owner, LLC, Montebello Town Center Investors LLC, The Krausz Companies, Inc., the Macerich Company, Urban Retail Properties, LLC, Vintage Capital Group, LLC, Watt Companies, Weitzman Management Corporation, West Valley Properties, Inc., Unibail Redamco Westfield, White Plains Galleria Limited Partnership, and YTC Mall Owner, LLC to (A) Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Granting Liens and Providing Superpriority Administrative Expense Status, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief [Docket No. 635]

Joinder of Simon Property Group, L.P., to Limited Objection of Washington Prime Group Inc. to Entry of Final Orders in Connection with Debtors' Motion Authorizing Postpetition Financing and Motion to Use of Cash [Docket No. 639]

CBL & Associates Management, Inc., Joinder to Limited Objection of Washington Prime Group Inc. to Entry of Final Orders in Connection with Debtors' Motion Authorizing Postpetition Financing and Motion to Use of Cash Collateral [Docket No. 646]

Joinder of the KPI Landlords to Certain Landlords' Limited Objections to the Debtors' Motions for Entry of Orders Authorizing Postpetition Financing and the Use of Cash Collateral and Granting Related Relief [Docket No. 647]

Joinder of Alhambra Valley Properties, LLC to Certain Landlords' Limited Objections to the Debtors' Motions for Entry of Orders Authorizing Postpetition Financing and the Use of Cash Collateral and Granting Related Relief [Docket No. 667]

Objection of the Official Committee of Unsecured Creditors to Debtors' Motion for Entry of Interim and Final Orders Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, 507, and 552 and Bankruptcy Rules 2002, 4001, and 9014 (I) Authorizing Use of Cash Collateral, (II) Granting Adequate Protection, (III) Modifying the Automatic Stay and (IV) Scheduling A Final Hearing and Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Granting Liens and Providing Superpriority Administrative Expense Status, (III) Modifying the Automatic Stay, (IV) Scheduling Final Hearing, and (V) Granting Related Relief [Docket No. 670]

2. **DIP Motion** - Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Granting Liens and Providing Superpriority Administrative Expense Status, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief [Docket No. 216]

**Status:** The hearing on this matter is going forward.

**Objection Deadline:** March 21, 2019. The Committee's objection deadline is March 22, 2019.

**Related Documents:** Declaration of Derek C. Pitts in Support of The Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing (II) Granting Liens and Providing Superpriority Administrative Expense Status, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief [Docket No. 246]

Interim Order (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Granting Liens and Providing Superpriority Administrative Expense Status, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief [Docket No. 265]

Notice of Filing DIP Credit Agreement [Docket No. 576]

**Objections Received:** Limited Objection of Washington Prime Group Inc. to Entry of Final Orders in Connection with Debtors' Motion Authorizing Postpetition Financing and Motion to Use Cash Collateral [Docket No. 629]

Limited Objection of MCP VOA I & III, LLC, MLM Chino Property, LLC, Waipahu, LLC and Weingarten Realty Landlords to (I) Debtors' Motion for Entry of Interim Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Granting Liens and Providing Superpriority Administrative Expense Status, Etc. and (2) Debtors' Motion for Entry of Interim and Final Orders Pursuant to 11 U.S.C. §§105, 361, 362, 363, 364, 507 and 552 A and Bankruptcy Rules 2002, 4001 and 9014 (I) Authorizing Use of Cash Collateral, (II) Granting Adequate Protection, Etc. and Request for Adequate Protection [Docket No. 630]

Latam JV Partners' Response and Reservation of Rights to Debtors' (I) Financing Motion and (II) Cash Collateral Motion [Docket No. 631]

Limited Objection and Joinder of Certain Landlords to Limited Objections of other Landlords to Entry of Final Order in Connection with Debtors' Motion Authorizing Postpetition Financing and Motion to Use Cash Collateral [Docket No. 634]

Limited Objection of Acadia Realty Limited Partnership, Brixmor Property Group, Inc., Broadway Mall Owner, LLC, Buen Terra LLC, Centennial Real Estate Company, LLC, Centercal Properties, LLC, Citivest Commercial



Investments, LLC, Edens, Ethan Conrad Properties, Federal Realty Investment Trust, GEM Realty Capital, Inc., Gateway Pinole Vista, LLC, Goldman Sachs Realty Management, L.P., GS Pacific ER LLC, Kravco Company, LLC, KRE Colonie Owner, LLC, Montebello Town Center Investors LLC, The Krausz Companies, Inc., the Macerich Company, Urban Retail Properties, LLC, Vintage Capital Group, LLC, Watt Companies, Weitzman Management Corporation, West Valley Properties, Inc., Unibail Redamco Westfield, White Plains Galleria Limited Partnership, and YTC Mall Owner, LLC to (A) Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Granting Liens and Providing Superpriority Administrative Expense Status, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief [Docket No. 635]

Objection to Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Granting Liens and Providing Superpriority Administrative Expense Status, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief [Docket No. 638]

Joinder of Simon Property Group, L.P., to Limited Objection of Washington Prime Group Inc. to Entry of Final Orders in Connection with Debtors' Motion Authorizing Postpetition Financing and Motion to Use of Cash [Docket No. 639]

CBL & Associates Management, Inc., Joinder to Limited Objection of Washington Prime Group Inc. to Entry of Final Orders in Connection with Debtors' Motion Authorizing Postpetition Financing and Motion to Use of Cash Collateral [Docket No. 646]

Joinder of the KPI Landlords to Certain Landlords' Limited Objections to the Debtors' Motions for Entry of Orders Authorizing Postpetition Financing and the Use of Cash Collateral and Granting Related Relief [Docket No. 647]

Objection of the Official Committee of Unsecured Creditors to Debtors' Motion for Entry of Interim and Final Orders Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, 507, and 552 and Bankruptcy Rules 2002, 4001, and 9014 (I) Authorizing Use of Cash Collateral, (II) Granting Adequate Protection, (III) Modifying the Automatic Stay and (IV) Scheduling A Final Hearing and Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Granting Liens and Providing Superpriority Administrative Expense Status, (III) Modifying the Automatic Stay, (IV) Scheduling Final Hearing, and (V) Granting Related Relief [Docket No. 670]

3. ***Motion for Relief from Stay*** - Joint Motion of Westchester Fire Insurance Company and Federal Insurance Company for Relief from the Automatic Stay to Cancel Surety Bonds and for Adequate Protection Pursuant to 11 U.S.C. § 362 [Docket Nos. 278 & 290]

***Status:*** The hearing on this matter is going forward.

***Objection Deadline:*** March 21, 2019.

***Related Documents:*** Motion for Expedited Hearing Regarding Joint Motion of Westchester Fire Insurance Company and Federal Insurance Company for Relief from the Automatic Stay to Cancel Surety Bonds and for Adequate Protection Pursuant to 11 U.S.C. § 362 [Docket No. 281].

***Objections Received:*** None to date.

4. ***Motion for Relief from Stay*** - Liberty Mutual Insurance Company and Safeco Insurance Company of America's Motion to Lift the Automatic Stay Pursuant to 11 U.S.C. § 362(A) [Docket No. 543]

***Status:*** The hearing on this matter is going forward.

***Objection Deadline:*** The Debtors' objection has been extended to March 27, 2019 at 4:00 p.m. (CT).

***Related Documents:*** None to date.

***Objections Received:*** None to date.

5. ***Cash Management Motion*** - Debtors' Motion Seeking Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Continue to Operate Their Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Business Forms and (D) Continue to Perform Intercompany Transactions and (II) Granting Related Relief [Docket No. 11]

***Status:*** The hearing on this matter is going forward.

***Objection Deadline:*** March 21, 2019. The Committee's objection deadline is March 22, 2019.

***Related Documents:*** Interim Order Granting Motion of the Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Continue to Operate Their Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Business Forms and (D) Continue to Perform Intercompany Transactions and (II) Granting Related Relief [Docket No. 89]



**Objections Received:** Limited Objection to Final Order Granting Motion of the Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Continue to Operate Their Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Business Forms, and (D) Continue to Perform Intercompany Transactions and (II) Granting Related Relief [Docket No. 655]

6. **Debtors' Motion to Reject Certain Executory Contracts and Unexpired Leases** - Debtors' First Omnibus Motion to Reject Executory Contracts and Unexpired Leases and Abandon Certain De Minimis Assets in Connection Therewith [Docket No. 302]

**Status:** The hearing on this matter is going forward.

**Objection Deadline:** March 21, 2019.

**Related Documents:** None

**Objections Received:** Objection of ESRT 159 Broadway LLC to Debtors' First Omnibus Motion to Reject Certain Executory Contracts and Unexpired Leases and Abandon Certain De Minimis Assets in Connection Therewith [Docket Nos. 632 and 636]

7. **Interim Compensation Motion** - Debtors' Motion for Entry of an Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Retained Professionals and (II) Granting Related Relief [Docket No. 448]

**Status:** The hearing on this matter is going forward.

**Objection Deadline:** March 21, 2019.

**Related Documents:** None

**Objections Received:** None to date.

8. **OCP Motion** - Debtors' Motion Seeking Entry of an Order (I) Authorizing the Debtors to Retain and Compensate Professionals Utilized in the Ordinary Course of Business and (II) Granting Related Relief [Docket No. 451]

**Status:** The hearing on this matter is going forward.

**Objection Deadline:** March 21, 2019. The Committee's objection deadline is March 22, 2019.

**Related Documents:** None

**Objections Received:** Limited Objection of the Official Committee of Unsecured Creditors to Debtors' Motion Seeking Entry of an Order (I) Authorizing the Debtors to Retain and Compensate Professionals Utilized in the Ordinary Course of Business *Nunc Pro Tunc* to the Petition Date and (II) Granting Related Relief [Docket No. 654] **[RESOLVED]**

9. **SOFA Extension Motion** - Debtors' Motion Seeking Entry of an Order (I) Granting a Second Extension of Time to File Schedules and Statements of Financial Affairs and (II) Granting Related Relief [Docket No. 620]

**Status:** The hearing on this matter is going forward.

**Objection Deadline:** March 28, 2019.

**Related Documents:** Debtors' Motion for Entry of an Order (I) Scheduling an Expedited Hearing, (II) Approving the Form and Manner of Notice Thereof, and (III) Granting Related Relief [Docket No. 621]

Notice of Hearing [Docket No. 622]

**Objections Received:** None to date.

10. **Government Claims Motion** - Debtors' Motion Seeking Entry of an Order Authorizing the Debtors to Pay Certain Prepetition Government Claims and Granting Related Relief [Docket No. 641]

**Status:** The hearing on this matter is going forward.

**Objection Deadline:** March 28, 2019.

**Related Documents:** Debtors' Motion for Entry of an Order (I) Scheduling an Expedited Hearing, (II) Approving the Form and Manner of Notice Thereof, and (III) Granting Related Relief [Docket No. 642]

Notice of Hearing [Docket No. 644]

**Objections Received:** None to date.

Dated: March 26, 2019  
St. Louis, Missouri

/s/ Richard W. Engel, Jr.

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